

Edgar Filing: Brookdale Senior Living Inc. - Form 8-K

Brookdale Senior Living Inc.  
Form 8-K  
January 04, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8 K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) January 4, 2019 (January 3, 2019)

Brookdale Senior Living Inc.  
(Exact name of registrant as specified in its charter)

Delaware	001-32641	20-3068069
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

111 Westwood Place, Suite 400, Brentwood, Tennessee	37027
(Address of principal executive offices)	(Zip Code)

Registrant's  
telephone  
number  
(615) 221-2250  
including  
area  
code

(Former name or  
former address, if  
changed since last  
report.)

Check the  
appropriate box  
below if the Form  
8-K filing is  
intended to  
simultaneously  
satisfy the filing  
obligation of the  
registrant under any

of the following  
provisions  
(see General  
Instruction A.2.  
below):

Written  
communications  
pursuant to Rule  
425 under the  
Securities Act (17  
CFR 230.425)

Soliciting material  
pursuant to Rule  
14a-12 under the  
Exchange Act (17  
CFR 240.14a-12)

Pre-commencement  
communications  
pursuant to Rule  
14d-2(b) under the  
Exchange Act (17  
CFR 240.14d-2(b))

Pre-commencement  
communications  
pursuant to Rule  
13e-4(c) under the  
Exchange Act (17  
CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 7 — Regulation FD

Item 7.01.Regulation FD Disclosure.

On January 3, 2019, the Board of Directors of Brookdale Senior Living Inc., a Delaware corporation (the "Company"), upon recommendation of the Nominating and Corporate Governance Committee, unanimously approved and adopted an amendment (the "Amendment") to the Company's Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), to provide that each director elected at the Company's 2019 annual meeting of stockholders will be elected for a one-year term expiring at the Company's 2020 annual meeting of stockholders. The Company intends to submit the Amendment to a vote of stockholders at the Company's 2019 annual meeting of stockholders. The Amendment, and a corresponding amendment to the Company's Amended and Restated Bylaws, will become effective subject to receipt of the requisite vote of stockholders at the annual meeting and the filing and effectiveness of a Certificate of Amendment with the Secretary of State of the State of Delaware setting forth the Amendment. Following the effectiveness of the Amendment, a majority of the directors of the Company will be elected to serve for one-year terms at the Company's 2020 annual meeting of stockholders, and all directors of the Company will be elected to serve for one-year terms at the Company's 2021 annual meeting of stockholders. The Board approved the Amendment in connection with its continued review of, and discussions with stockholders regarding, the Company's corporate governance practices.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BROOKDALE SENIOR LIVING INC.

Date: January 4, 2019 By: /s/ Chad C. White  
Name: Chad C. White  
Title: Executive Vice President, General Counsel and Secretary